UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2

(Amendment No. 2)

Amplitude, Inc.
(Name of Issuer)
Class A Common Stock
(Title of Class of Securities)
03213A 10 4
(CUSIP Number)
December 31, 2023
(Date of Event Which Requires Filing of This Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
□ Rule 13d-1(b)
□ Rule 13d-1(c)
⊠ Rule 13d-1(d)
*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.
The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	1						
1	NAMES OF REPORTING PERSONS.						
	Institutional Venture Partners XV, L.P.						
	Institutional V	enture Pa	rtners XV, L.P.				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
	(a) □ (b) ⊠ (1)						
3	SEC USE ONL	Y					
4	CITIZENSHIP	OR PLAC	E OF ORGANIZATION				
	Delaware						
NILIN	ADED OF	_	SOLE VOTING DOWER				
	MBER OF ENEFICIALLY	5	SOLE VOTING POWER 0 shares				
	D BY EACH		U Shares				
REPORT	ING PERSON	6	SHARED VOTING POWER				
'	WITH		1,885,512 shares (2)				
		7	SOLE DISPOSITIVE POWER				
		/	0 shares				
			1				
		8	SHARED DISPOSITIVE POWER				
			1,885,512 shares (2)				
9	AGGREGATE	A MOLINI	Γ BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	1,885,512 shar		BENEFICIALLY OWNED BY EMERICAL ON THE OFFICE ON THE OWNED BY				
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9						
	2.3% of Class A Common Stock (1.6% of Total Common Stock) (3)						
10	TVDE OF PER	ODTRIC	DED COM*				
12	TYPE OF REP PN	OKTING I	PERSUN*				

This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.
 Consists of 1,832,065 shares of Class A Common Stock and 53,447 shares of Class B Common Stock held by IVP XV. Each share of Class B Common Stock is convertible into Class A Common Stock at the option of the holder on a share-for-share basis. IVM XV serves as the sole general partner of IVP XV and has shared voting and investment control over the shares owned by IVP XV and may be deemed to own beneficially the shares held by IVP XV. IVM XV owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller, Phelps, Maltz, Dash and Liaw are Managing Directors of IVM XV and share voting and dispositive power over the shares held by IVP XV, and may be deemed to own beneficially the shares held

(3) The percentages are based on 83,668,476 shares of Class A Common Stock and 35,381,662 shares of Class B Common Stock reported to be outstanding as of November 3, 2023, in the Issuer's Form 10-Q for the quarterly period ended September 30, 2023 as filed with the Securities and

13 G

Page 2 of 17 Pages

CUSIP NO. 03213A 10 4

by IVP XV.

Exchange Commission on November 7, 2023.

1	NAMES OF RI	NAMES OF REPORTING PERSONS.						
	Institutional V	Institutional Venture Partners XV Executive Fund, L.P.						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) ☒ (1)							
3	SEC USE ONL	Y						
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware							
SHARES B	MBER OF ENEFICIALLY DBY EACH	5	SOLE VOTING POWER 0 shares					
REPORT	ING PERSON WITH	PERSON 6 SHARED VOTING POWER						
		7	SOLE DISPOSITIVE POWER 0 shares					
		8	SHARED DISPOSITIVE POWER 10,019 shares (2)					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,019 shares (2)							
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0% of Class A Common Stock (0.0% of Total Common Stock) (3)							
12	TYPE OF REPORTING PERSON* PN							

Page 3 of 17 Pages

CUSIP NO. 03213A 10 4

- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.
- (2) Consists of 9,776 shares of Class A Common Stock and 243 shares of Class B Common Stock held by IVP XV EF. Each share of Class B Common Stock is convertible into Class A Common Stock at the option of the holder on a share-for-share basis. IVM XV serves as the sole general partner of IVP XV EF and has shared voting and investment control over the shares owned by IVP XV EF and may be deemed to own beneficially the shares held by IVP XV EF. IVM XV owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller, Phelps, Maltz, Dash and Liaw are Managing Directors of IVM XV and share voting and dispositive power over the shares held by IVP XV EF, and may be deemed to own beneficially the shares held by IVP XV EF.
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1	NAMES OF RI	NAMES OF REPORTING PERSONS						
	Institutional V	Institutional Venture Management XV, LLC						
2	CHECK THE A	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
			(a) □ (b) ⊠ (1)					
3	SEC USE ONL	Y						
4	CITIZENSHIP Delaware	OR PLAC	E OF ORGANIZATION					
SHARES B	MBER OF ENEFICIALLY	5	SOLE VOTING POWER 0 shares					
REPORT	OWNED BY EACH REPORTING PERSON WITH		SHARED VOTING POWER 1,895,531 shares (2)					
		7	SOLE DISPOSITIVE POWER 0 shares					
		8	SHARED DISPOSITIVE POWER 1,895,531 shares (2)					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,895,531 shares (2)							
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.3% of Class A Common Stock (1.6% of Total Common Stock) (3)							
12	TYPE OF REPORTING PERSON*							

Page 4 of 17 Pages

CUSIP NO. 03213A 10 4

- (2) Consists of (i) 1,832,065 shares of Class A Common Stock and 53,447 shares of Class B Common Stock held by IVP XV; and (ii) 9,776 shares of Class A Common Stock and 243 shares of Class B Common Stock held by IVP XV EF. Each share of Class B Common Stock is convertible into Class A Common Stock at the option of the holder on a share-for-share basis. IVM XV serves as the sole general partner of IVP XV and IVP XV EF and has shared voting and investment control over the shares owned by IVP XV and IVP XV EF and may be deemed to own beneficially the shares held by IVP XV and IVP XV EF. IVM XV owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller, Phelps, Maltz, Dash and Liaw are Managing Directors of IVM XV and share voting and dispositive power over the shares held by IVP XV and IVP XV EF, and may be deemed to own beneficially the shares held by IVP XV and IVP XV EF.
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CUSIP NO.	03213A 10 4			13 G	Page 5 of 17 Pages				
1	NAMES OF RI	NAMES OF REPORTING PERSONS							
	Todd C. Chaff	Todd C. Chaffee							
2	CHECK THE A	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) ☑ (1)							
3	SEC USE ONL	Y							
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America								
SHARES B	MBER OF ENEFICIALLY D BY EACH	5	SOLE VOTING POWER 0						
REPORT	ING PERSON WITH	6	SHARED VOTING POWER 1,895,531 shares (2)						
		7	SOLE DISPOSITIVE POWER 0	₹					
		8	SHARED DISPOSITIVE POV 1,895,531 shares (2)	VER					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,895,531 shares (2)								
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □								
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.3% of Class A Common Stock (1.6% of Total Common Stock) (3)								
12	TYPE OF REPORTING PERSON*								

- Includes (i) 1,832,065 shares of Class A Common Stock and 53,447 shares of Class B Common Stock held by IVP XV; and (ii) 9,776 shares of Class A Common Stock and 243 shares of Class B Common Stock held by IVP XV EF. Each share of Class B Common Stock is convertible into Class A Common Stock at the option of the holder on a share-for-share basis. IVM XV serves as the sole general partner of IVP XV and IVP XV EF and has shared voting and investment control over the shares owned by IVP XV and IVP XV EF and may be deemed to own beneficially the shares held by IVP XV and IVP XV EF. IVM XV owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller, Phelps, Maltz, Dash and Liaw are Managing Directors of IVM XV and share voting and dispositive power over the shares held by IVP XV and IVP XV EF, and may be deemed to own beneficially the shares held by IVP XV and IVP XV EF.
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CUSIP NO.	03213A 10 4			13 G	Page 6 of 17 Pages				
1	NAMES OF RI	NAMES OF REPORTING PERSONS							
	Norman A. Fo	Norman A. Fogelsong							
2	CHECK THE A	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) ☑ (1)							
3	SEC USE ONL	Y							
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America								
NUMBER OF SHARES BENEFICIALLY		5	SOLE VOTING POWER 46,286 shares						
REPORT	OWNED BY EACH REPORTING PERSON WITH		SHARED VOTING POWER 1,895,531 shares (2)						
		7	SOLE DISPOSITIVE POWER 46,286 shares	8					
		8	SHARED DISPOSITIVE POV 1,895,531 shares (2)	VER					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,941,817 shares (2)								
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □								
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.3% of Class A Common Stock (1.6% of Total Common Stock) (3)								
12	TYPE OF REPORTING PERSON*								

- Includes (i) 1,832,065 shares of Class A Common Stock and 53,447 shares of Class B Common Stock held by IVP XV; and (ii) 9,776 shares of Class A Common Stock and 243 shares of Class B Common Stock held by IVP XV EF. Each share of Class B Common Stock is convertible into Class A Common Stock at the option of the holder on a share-for-share basis. IVM XV serves as the sole general partner of IVP XV and IVP XV EF and has shared voting and investment control over the shares owned by IVP XV and IVP XV EF and may be deemed to own beneficially the shares held by IVP XV and IVP XV EF. IVM XV owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller, Phelps, Maltz, Dash and Liaw are Managing Directors of IVM XV and share voting and dispositive power over the shares held by IVP XV and IVP XV EF, and may be deemed to own beneficially the shares held by IVP XV and IVP XV EF.
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1	NAMES OF REPORTING PERSONS							
	Stephen J. Hai	Stephen J. Harrick						
2	CHECK THE A	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
			(a) □ (b) ⊠ (1)					
3	SEC USE ONL	Y						
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America							
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH		5	SOLE VOTING POWER 226,453 shares					
REPORT	ING PERSON WITH	6	SHARED VOTING POWER 1,895,531 shares (2)					
		7	SOLE DISPOSITIVE POWER 226,453 shares					
		8	SHARED DISPOSITIVE POWER 1,895,531 shares (2)					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,121,984 shares (2)							
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.5% of Class A Common Stock (1.8% of Total Common Stock) (3)							
12	TYPE OF REPORTING PERSON*							

Page 7 of 17 Pages

CUSIP NO. 03213A 10 4

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CUSIP NO.	03213A 10 4			13 G	Page 8 of 17 Pages				
1	NAMES OF RI	NAMES OF REPORTING PERSONS							
	J. Sanford Mil	ler							
2	CHECK THE A	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) ☒ (1)							
3	SEC USE ONL	Y							
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America								
NUMBER OF SHARES BENEFICIALLY		5	SOLE VOTING POWER 31,003 shares						
REPORT	OWNED BY EACH REPORTING PERSON WITH		SHARED VOTING POWER 1,895,531 shares (2)						
		7	SOLE DISPOSITIVE POWER 31,003 shares	R					
		8	SHARED DISPOSITIVE POV 1,895,531 shares (2)	VER					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,926,534 shares (2)								
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □								
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.3% of Class A Common Stock (1.6% of Total Common Stock) (3)								
12	TYPE OF REPORTING PERSON*								

- Includes (i) 1,832,065 shares of Class A Common Stock and 53,447 shares of Class B Common Stock held by IVP XV; and (ii) 9,776 shares of Class A Common Stock and 243 shares of Class B Common Stock held by IVP XV EF. Each share of Class B Common Stock is convertible into Class A Common Stock at the option of the holder on a share-for-share basis. IVM XV serves as the sole general partner of IVP XV and IVP XV EF and has shared voting and investment control over the shares owned by IVP XV and IVP XV EF and may be deemed to own beneficially the shares held by IVP XV and IVP XV EF. IVM XV owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller, Phelps, Maltz, Dash and Liaw are Managing Directors of IVM XV and share voting and dispositive power over the shares held by IVP XV and IVP XV EF, and may be deemed to own beneficially the shares held by IVP XV and IVP XV EF.
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1	NAMES OF RI	NAMES OF REPORTING PERSONS						
	Dennis B. Phel	Dennis B. Phelps						
2	CHECK THE A	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) ☒ (1)						
3	SEC USE ONL	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America							
SHARES B	MBER OF ENEFICIALLY DBY EACH	5	SOLE VOTING POWER 52,203 shares					
REPORT	ING PERSON WITH	6	SHARED VOTING POWER 1,895,531 shares (2)					
		7	SOLE DISPOSITIVE POWER 52,203 shares					
		8	SHARED DISPOSITIVE POWER 1,895,531 shares (2)					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,947,734 shares (2)							
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.3% of Class A Common Stock (1.6% of Total Common Stock) (3)							
12	TYPE OF REPORTING PERSON*							

Page 9 of 17 Pages

CUSIP NO. 03213A 10 4

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⁽²⁾ Includes (i) 1,832,065 shares of Class A Common Stock and 53,447 shares of Class B Common Stock held by IVP XV; and (ii) 9,776 shares of Class A Common Stock and 243 shares of Class B Common Stock held by IVP XV EF. Each share of Class B Common Stock is convertible into Class A Common Stock at the option of the holder on a share-for-share basis. IVM XV serves as the sole general partner of IVP XV and IVP XV EF and has shared voting and investment control over the shares owned by IVP XV and IVP XV EF and may be deemed to own beneficially the shares held by IVP XV and IVP XV EF. IVM XV owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller, Phelps, Maltz, Dash and Liaw are Managing Directors of IVM XV and share voting and dispositive power over the shares held by IVP XV and IVP XV EF, and may be deemed to own beneficially the shares held by IVP XV and IVP XV EF.

1	NAMES OF RI	NAMES OF REPORTING PERSONS						
	Jules A. Maltz	Jules A. Maltz						
2	CHECK THE A	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) ☒ (1)						
3	SEC USE ONL	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America							
SHARES B	MBER OF ENEFICIALLY DBY EACH	5	SOLE VOTING POWER 226,453 shares					
REPORT	ING PERSON WITH	6	SHARED VOTING POWER 1,895,531 shares (2)					
		7	SOLE DISPOSITIVE POWER 226,453 shares					
		8	SHARED DISPOSITIVE POWER 1,895,531 shares (2)					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,121,984 shares (2)							
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.5% of Class A Common Stock (1.8% of Total Common Stock) (3)							
12	TYPE OF REPORTING PERSON*							

Page 10 of 17 Pages

CUSIP NO. 03213A 10 4

- (2) Includes (i) 1,832,065 shares of Class A Common Stock and 53,447 shares of Class B Common Stock held by IVP XV; and (ii) 9,776 shares of Class A Common Stock and 243 shares of Class B Common Stock held by IVP XV EF. Each share of Class B Common Stock is convertible into Class A Common Stock at the option of the holder on a share-for-share basis. IVM XV serves as the sole general partner of IVP XV and IVP XV EF and has shared voting and investment control over the shares owned by IVP XV and IVP XV EF and may be deemed to own beneficially the shares held by IVP XV and IVP XV EF. IVM XV owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller, Phelps, Maltz, Dash and Liaw are Managing Directors of IVM XV and share voting and dispositive power over the shares held by IVP XV and IVP XV EF, and may be deemed to own beneficially the shares held by IVP XV and IVP XV EF.
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1	NAMES OF RI	NAMES OF REPORTING PERSONS						
	Somesh Dash	Somesh Dash						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) ☒ (1)							
3	SEC USE ONL	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America							
SHARES B	MBER OF BENEFICIALLY D BY EACH	5	SOLE VOTING POWER 56,611 shares					
REPORT	ING PERSON WITH	6	SHARED VOTING POWER 1,895,531 shares (2)					
		7	SOLE DISPOSITIVE POWER 56,611 shares					
		8	SHARED DISPOSITIVE POWER 1,895,531 shares (2)					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,952,142 shares (2)							
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.3% of Class A Common Stock (1.6% of Total Common Stock) (3)							
12	TYPE OF REPORTING PERSON*							

Page 11 of 17 Pages

CUSIP NO. 03213A 10 4

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1	NAMES OF RI	NAMES OF REPORTING PERSONS						
	Eric Liaw	Eric Liaw						
2	CHECK THE A	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) ☒ (1)						
3	SEC USE ONL	Y						
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America							
SHARES B	MBER OF ENEFICIALLY	5	SOLE VOTING POWER 17,060 shares					
REPORT	OWNED BY EACH REPORTING PERSON WITH		SHARED VOTING POWER 1,895,531 shares (2)					
		7	SOLE DISPOSITIVE POWER 17,060 shares					
		8	SHARED DISPOSITIVE POWER 1,895,531 shares (2)					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,912,591 shares (2)							
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.3% of Class A Common Stock (1.6% of Total Common Stock) (3)							
12	TYPE OF REPORTING PERSON*							

Page 12 of 17 Pages

CUSIP NO. 03213A 10 4

- (2) Includes (i) 1,832,065 shares of Class A Common Stock and 53,447 shares of Class B Common Stock held by IVP XV; and (ii) 9,776 shares of Class A Common Stock and 243 shares of Class B Common Stock held by IVP XV EF. Each share of Class B Common Stock is convertible into Class A Common Stock at the option of the holder on a share-for-share basis. IVM XV serves as the sole general partner of IVP XV and IVP XV EF and has shared voting and investment control over the shares owned by IVP XV and IVP XV EF and may be deemed to own beneficially the shares held by IVP XV and IVP XV EF. IVM XV owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller, Phelps, Maltz, Dash and Liaw are Managing Directors of IVM XV and share voting and dispositive power over the shares held by IVP XV and IVP XV EF, and may be deemed to own beneficially the shares held by IVP XV and IVP XV EF.
- (3) The percentages are based on 83,668,476 shares of Class A Common Stock and 35,381,662 shares of Class B Common Stock reported to be outstanding as of November 3, 2023, in the Issuer's Form 10-Q for the quarterly period ended September 30, 2023 as filed with the Securities and Exchange Commission on November 7, 2023.

Introductory Note: This statement on Schedule 13G is filed by the Reporting Persons with the Commission in respect of shares of Class A Common Stock ("Class A Common Stock"), of Amplitude, Inc., a Delaware corporation (the "Issuer").

Item 1

- (a) Name of Issuer: Amplitude, Inc.
- (b) Address of Issuer's Principal Executive Offices:

201 Third Street, Suite 200 San Francisco, California 94103

Item 2

- (a) Name of Reporting Persons Filing:
 - 1. Institutional Venture Partners XV, L.P. ("IVP XV")
 - 2. IVP XV Executive Fund, L.P. ("IVP XV EF")
 - 3. Institutional Venture Management XV, LLC ("IVM XV")
 - 4. Todd C. Chaffee ("Chaffee")
 - 5. Norman A. Fogelsong ("Fogelsong")
 - 6. Stephen J. Harrick ("Harrick")
 - 7. J. Sanford Miller ("Miller")
 - 8. Dennis B. Phelps ("Phelps")
 - 9. Jules A. Maltz ("Maltz")
 - 10. Somesh Dash ("Dash")
 - 11. Eric Liaw ("Liaw")
- (b) Address of Principal Business Office: c/o Institutional Venture Partners

3000 Sand Hill Road, Building 2, Suite 250

Menlo Park, California 94025

(c) Citizenship:

IVP XVDelawareIVP XV EFDelawareIVM XVDelaware

Chaffee United States of America United States of America Fogelsong Harrick United States of America Miller United States of America Phelps United States of America Maltz United States of America United States of America Dash United States of America Liaw

(d) Title of Class of Securities: Class A Common Stock

(e) CUSIP Number: 03213A 10 4

Item 3 Not applicable.

Item 4 Ownership.

The following information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2023:

Reporting Persons	Class B Common Stock Held Directly (1)	Class A Common Stock Held Directly (1)	Sole Voting/ Dispositive Power	Shared Voting/ Dispositive Power (2)	Beneficial Ownership	Percentage of Class A Common Stock (3)	Percentage of Total Common Stock (3)
IVP XV	53,447	1,832,065	0	1,885,512	1,885,512	2.3%	1.6%
IVP XV EF	243	9,776	0	10,019	10,019	0.0%	0.0%
IVM XV (2)	0	0	0	1,895,531	1,895,531	2.3%	1.6%
Chaffee (2)	0	0	0	1,895,531	1,895,531	2.3%	1.6%
Fogelsong (2)	0	46,286	46,286	1,895,531	1,941,817	2.3%	1.6%
Harrick (2)	0	226,453	226,453	1,895,531	2,121,984	2.5%	1.8%
Miller (2)	0	31,003	31,003	1,895,531	1,926,534	2.3%	1.6%
Phelps (2)	0	52,203	52,203	1,895,531	1,947,734	2.3%	1.6%
Maltz (2)	0	226,453	226,453	1,895,531	2,121,984	2.5%	1.8%
Dash (2)	0	56,611	56,611	1,895,531	1,952,142	2.3%	1.6%
Liaw (2)	0	17,060	17,060	1,895,531	1,912,591	2.3%	1.6%

- (1) Represents the number of shares of Class A Common Stock and Class B Common Stock, as applicable, held directly.
- (2) IVM XV serves as the sole general partner of IVP XV and IVP XV EF and has shared voting and investment control over the shares owned by IVP XV and IVP XV EF and may be deemed to own beneficially the shares held by IVP XV and IVP XV EF. IVM XV owns no securities of the Issuer directly. Chaffee, Fogelsong, Harrick, Miller, Phelps, Maltz, Dash and Liaw are Managing Directors of IVM XV and share voting and dispositive power over the shares held by IVP XV and IVP XV EF, and may be deemed to own beneficially the shares held by IVP XV and IVP XV EF.
- (3) The percentages are based on 83,668,476 shares of Class A Common Stock and 35,381,662 shares of Class B Common Stock reported to be outstanding as of November 3, 2023, in the Issuer's Form 10-Q for the quarterly period ended September 30, 2023 as filed with the Securities and Exchange Commission on November 7, 2023.

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof, the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: \boxtimes

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8 Identification and Classification of Members of the Group.

Not applicable.

Item 9 Notice of Dissolution of Group.

Not applicable.

Item 10 Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in the attached statement on Schedule 13G is true, complete and correct.

INSTITUTIONAL VENTURE PARTNERS XV, L.P. IVP XV EXECUTIVE FUND, L.P.

By: Institutional Venture Management XV, LLC

Its: General Partner

Dated: February 13, 2024

By: /s/ Tracy Hogan

Tracy Hogan, Attorney-in-Fact

INSTITUTIONAL VENTURE MANAGEMENT XV, LLC

By: /s/ Tracy Hogan

Tracy Hogan, Attorney-in-Fact

/s/ Tracy Hogan

Tracy Hogan, Attorney-in-Fact for Todd C. Chaffee

/s/ Tracy Hogan

Tracy Hogan, Attorney-in-Fact for Norman A. Fogelsong

/s/ Tracy Hogan

Tracy Hogan, Attorney-in-Fact for Stephen J. Harrick

/s/ Tracy Hogan

Tracy Hogan, Attorney-in-Fact for J. Sanford Miller

/s/ Tracy Hogan

Tracy Hogan, Attorney-in-Fact for Dennis B. Phelps

/s/ Tracy Hogan

Tracy Hogan, Attorney-in-Fact for Jules A. Maltz

/s/ Tracy Hogan

Tracy Hogan, Attorney-in-Fact for Somesh Dash

/s/ Tracy Hogan

Tracy Hogan, Attorney-in-Fact for Eric Liaw

Exhibit(s):

A: Joint Filing Statement

EXHIBIT A

JOINT FILING STATEMENT

We, the undersigned, hereby express our agreement that the attached statement on Schedule 13G relating to the Class A Common Stock of Amplitude, Inc. is filed on behalf of each of us.

Dated: February 13, 2024

INSTITUTIONAL VENTURE PARTNERS XV, L.P. INSTITUTIONAL VENTURE PARTNERS XV EXECUTIVE FUND, L.P.

By: Institutional Venture Management XV, LLC

Its: General Partner

By: /s/ Tracy Hogan

Tracy Hogan, Attorney-in-Fact

INSTITUTIONAL VENTURE MANAGEMENT XV, LLC

By: /s/ Tracy Hogan

Tracy Hogan, Attorney-in-Fact

/s/ Tracy Hogan

Tracy Hogan, Attorney-in-Fact for Todd C. Chaffee

/s/ Tracy Hogan

Tracy Hogan, Attorney-in-Fact for Norman A. Fogelsong

/s/ Tracy Hogan

Tracy Hogan, Attorney-in-Fact for Stephen J. Harrick

/s/ Tracy Hogan

Tracy Hogan, Attorney-in-Fact for J. Sanford Miller

/s/ Tracy Hogan

Tracy Hogan, Attorney-in-Fact for Dennis B. Phelps

s/ Tracy Hogan

Tracy Hogan, Attorney-in-Fact for Jules A. Maltz

/s/ Tracy Hogan

Tracy Hogan, Attorney-in-Fact for Somesh Dash

/s/ Tracy Hogan

Tracy Hogan, Attorney-in-Fact for Eric Liaw